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TRANSMITTAL LETTER

July 27, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Corporation Registration for Toinette Productions, Inc.

FILED  
01 JUL 30 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 - Filing Fee, ~~\_\_\_\_\_~~ Designation of Registered Agent and  
Certified Copy of Articles of Incorporation. *JP*

FROM: Iris T. Pearson, President  
6546 Grosvenor Lane  
Orlando, FL 32835  
(407) 761-2518

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**ARTICLES OF INCORPORATION FOR  
TOINETTE PRODUCTIONS, INC.**

**ARTICLE I – NAME**

The name of this Corporation is Toinette Productions, Inc.

The address of this Corporation is:

6546 Grosvenor Lane  
Orlando, FL 32835

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**ARTICLE II – DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III – PURPOSE**

The purpose of this Corporation is to engage in any activities of Business permitted under the laws of the United States and Florida.

**ARTICLE IV – CAPITAL STOCK**

The maximum number of shares, which this Corporation is authorized to have outstanding at any time, is 100 shares with a par value of \$1.00.

**ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 6546 Grosvenor Lane, Orlando, Florida 32835 and the initial registered agent of this Corporation at such office shall be Iris T. Pearson, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VI – INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one or more than ten. The name and address of the Director constituting the initial Board of Directors is:

Iris T. Pearson  
President

6546 Grosvenor Lane  
Orlando, FL 32835

#### **ARTICLE VII – INCORPORATED**

The name and address of the person signing these Articles of Incorporation is:

Iris T. Pearson  
6546 Grosvenor Lane  
Orlando, FL 32835

#### **ARTICLE VIII – AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE IX – BYLAWS**

The Board of Directors shall adopt the initial Bylaws. The Power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### **ARTICLE X – INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issue and outstanding shares of the outstanding stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

#### **ARTICLE XI – PREEMPTIVE RIGHTS**

Each shareholder of this Corporation shall have the first right to purchase shares and securities convertible into shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the Corporation including:

1. Shares issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;
2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation its subsidiaries or affiliates;
3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from effective date of incorporation;
4. Shares sold otherwise than for money. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his

preemptive rights. This right may also be waived by affirmation written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XII - LONG -TERM EMPLOYMENT CONTRACT

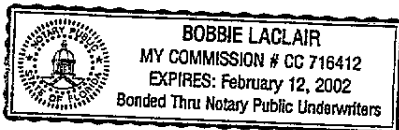
The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 27<sup>th</sup> day of July, 2001.

Iris T. Pearson  
(Name of Incorporator)

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Incorporation of Toinette Productions, Inc. were acknowledged before me this 27 day of July, 2001, Iris T. Pearson.



Notary Public

Bobbie LaClair

#### ACCEPTANCE OF REGISTRATION AGENT

Having been named to accept service of process for Toinette Productions, Inc. at the place designated in the Articles of Incorporation, Iris T. Pearson agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Iris T. Pearson  
Iris T. Pearson  
Dated July 26<sup>th</sup>, 2001